



Attorney Docket No. 10519-114
Client Reference No. MA-093

**DECLARATION FOR UTILITY OR DESIGN PATENT APPLICATION
(37 C.F.R. §1.63)**

As a below named inventor, I hereby declare:

My residence, mailing address, and citizenship are as stated below next to my name;

I believe I am the original, first and sole inventor or an original, first and joint inventor of the subject matter that is claimed and for which a patent is sought on the invention entitled:

SYSTEM ARCHITECTURE AND METHOD FOR THREE-DIMENSIONAL MEMORY

the specification of which (check one)

is attached hereto.

was filed on February 9, 2004 as United States Application No. 10/774,758 and was amended on _____ (if applicable).

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge my duty to disclose to the United States Patent and Trademark Office all information that I know to be material to the patentability of this application as defined in 37 C.F.R. §1.56, including for continuation-in-part applications, material information which became available between the filing date of the prior application and the national or PCT international filing date of the continuation-in-part application.

I hereby claim foreign priority benefits under 35 U.S.C. §119(a)-(d) or (f), or §365(b) of any foreign application(s) for patent or inventor's or plant breeder's rights certificate(s), or §365(a) of any PCT International application which designated at least one country other than the United States, listed below and have also identified below, by checking the box, any foreign application for patent or inventor's or plant breeder's rights certificate(s) or PCT International application having a filing date before that of the application on which priority is claimed.

Prior Foreign Application(s):

Priority
Not Claimed

(Number) _____ (Country) _____ (Filing Date, MM/DD/YYYY) _____

(Number) _____ (Country) _____ (Filing Date, MM/DD/YYYY) _____

I hereby claim the benefit under 35 U.S.C. § 119(e) of any United States provisional application(s) listed below:

60/446,910 02/11/2003 Abandoned
(Application Serial No.) (Filing Date, MM/DD/YYYY) (Status: pending, or abandoned)

(Application Serial No.) (Filing Date, MM/DD/YYYY) (Status: pending, or abandoned)

I hereby claim the benefit under 35 U.S.C. §120 of any United States applications(s), or §365(c) of any PCT International Application designating the United States, listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States or PCT International application in the manner provided by the first paragraph of 35 U.S.C. §112, I acknowledge the duty to disclose to the United States Patent and Trademark Office all information known to me to be material to patentability as defined in 37 C.F.R. §1.56 which became available between the filing date of the prior application and the national or PCT International filing date of this application.

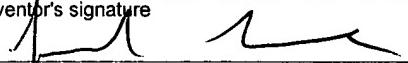
(Application Serial No.) (Filing Date, MM/DD/YYYY) (Status: patented, pending, abandoned)

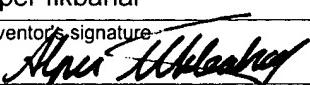
(Application Serial No.) (Filing Date, MM/DD/YYYY) (Status: patented, pending, abandoned)

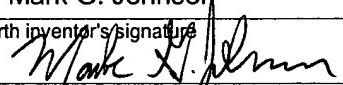
(Application Serial No.) (Filing Date, MM/DD/YYYY) (Status: patented, pending, abandoned)

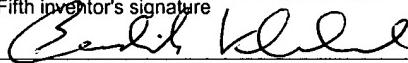
I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under 18 U.S.C. §1001 and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

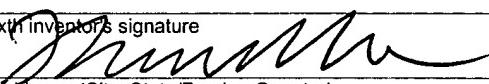
Full name of sole or first inventor Matthew P. Crowley	Sole or first inventor's signature 	Date 6/30/04
Residence (City, State/Foreign Country) San Jose, CA		
Citizenship United States		
Mailing Address 1477 Fairhaven Drive, San Jose, CA 95118	mc	2519 LANSFORD AVE. SAN JOSE, CA. 95125

Full name of second inventor, if any Luca G. Fasoli	Second inventor's signature 	Date 7/20/04
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Full name of third inventor, if any Alper Ilkbaht	Date
Third inventor's signature 	7/20/04
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Full name of fourth inventor, if any Mark G. Johnson	Date
Fourth inventor's signature 	6/29/2004
Residence (City, State/Foreign Country) Los Altos, CA	
Citizenship United States	
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Full name of fifth inventor, if any Bendik Kleveland	Date
Fifth inventor's signature 	Jul 14, 2004
Residence (City, State/Foreign Country) Santa Clara, CA	
Citizenship Norway	
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Full name of sixth inventor, if any Thomas H. Lee	Date
Sixth inventor's signature 	29 June 2004
Residence (City, State/Foreign Country) Burlingame, CA	
Citizenship United States	
Mailing Address 29 Mills Canyon Court, Burlingame, CA 94010	

Full name of seventh inventor, if any Roy E. Scheuerlein	
Seventh inventor's signature 	Date July 2, 2004
Residence (City, State/Foreign Country) Cupertino, CA 95014	
Citizenship United States	
Mailing Address 22145 Orchard Court, Cupertino, CA 95014	

Inventor(s): Matthew P. Crowley et al.Title: SYSTEM ARCHITECTURE AND METHOD FOR THREE-DIMENSIONAL MEMORY**POWER OF ATTORNEY**

The specification of the above-identified patent application:

- is attached hereto
 was filed on February 9, 2004 as application Serial No. 10/774,758

I hereby revoke all previously granted powers of attorney in the above-identified patent application and appoint the following attorneys to prosecute said patent application and to transact all business in the Patent and Trademark Office connected therewith:

Liza K. Toth, Reg. No. 31,065
 Joseph F. Hetz, Reg. No. 41,070

Please address all correspondence and telephone calls to Joseph F. Hetz in care of:

Brinks Hofer Gilson & Lione
 P.O. Box 10395
 Chicago, IL 60610
 (312)321-4200

The undersigned hereby authorizes the U.S. attorneys named herein to accept and follow instructions from Liza K. Toth as to any action to be taken in the Patent and Trademark Office regarding this application without direct communication between the U.S. attorney and the undersigned. In the event of a change in the persons from whom instructions may be taken, the U.S. attorneys named herein will be so notified by the undersigned.

MATRIX SEMICONDUCTOR, INC., a DELAWARE corporation, certifies that it is the assignee of the entire right, title and interest in the patent application identified above by virtue of either:

- An assignment from the inventor(s) of the patent application identified above, a copy of which is attached hereto.
 OR
- An assignment from the inventor(s) of the patent application identified above. The assignment was recorded in the Patent and Trademark Office at Reel _____, frame _____.
 OR
- A chain of title from the inventor(s), of the patent application identified above, to the current assignee as shown below:

1. From _____ To: _____
 The document was recorded in the Patent and Trademark Office at Reel _____, frame _____, or a copy thereof is attached.
2. From _____ To: _____
 The document was recorded in the Patent and Trademark Office at Reel _____, frame _____, or a copy thereof is attached.

Additional documents in the chain of title are listed on a supplemental sheet.

The undersigned has reviewed the assignment or all the documents in the chain of title of the patent application identified above and, to the best of undersigned's knowledge and belief, title is in the assignee identified above.

The undersigned (whose title is supplied below) is empowered to act on behalf of the assignee.

I hereby declare that all statements made herein of my own knowledge are true, and that all statements made on information and belief are believed to be true; and further, that these statements are made with the knowledge that willful false statements, and the like so made, are punishable by fine or imprisonment, or both, under Section 1001, Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

Signature

Date:

7/20/04
Name: LIZA K. TOTHTitle: VICE PRESIDENT, INTELLECTUAL PROPERTY